

Exhibit 2

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re) Chapter 11
)
Delphi Corporation, et all,) Case No. 05-44481 (RDD)
)
Debtors.) (Jointly Administered)

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF ALABAMA)
) ss:
COUNTY OF MORGAN)

Eyster, Key, Tubb, Weaver & Roth, LLP, being duly sworn, deposes and says:

1. I am a principal of Eyster, Key, Tubb, Weaver & Roth, LLP which firm maintains offices at 402 E. Moulton Street, Decatur, Alabama 35601.

2. Neither I, Eyster, Key, Tubb, Weaver & Roth, LLP, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. Eyster, Key, Tubb, Weaver & Roth, LLP, has represented and advised the Debtors with respect to a broad range of aspects of the Debtors' businesses.

4. The Debtors have requested, and Eyster, Key, Tubb, Weaver & Roth, LLP, has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. § § 101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and Eyster, Key, Tubb, Weaver & Roth, LLP proposes, to render the following services to the Debtors: Legal

5. Eyster, Key, Tubb, Weaver & Roth, LLP current fees arrangement is per hour and reimbursement of reasonable expenses.

6. Except as set forth herein, no promises have been received by Eyster, Key, Tubb, Weaver & Roth, LLP or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

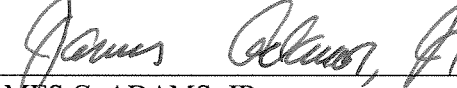
7. Eyster, Key, Tubb, Weaver & Roth, LLP has no agreement with any entity to share with such entity any compensation received by Eyster, Key, Tubb, Weaver & Roth, LLP.

8. Eyster, Key, Tubb, Weaver & Roth, LLP, and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. Eyster, Key, Tubb, Weaver & Roth, LLP does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

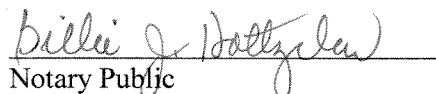
9. Neither I, Eyster, Key, Tubb, Weaver & Roth, LLP, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which Eyster, Key, Tubb, Weaver & Roth, LLP is to be engaged.

10. The foregoing constitutes the statement of Eyster, Key, Tubb, Weaver & Roth, LLP pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT


JAMES G. ADAMS, JR.

Subscribed and sworn before me
this 5th day of January, 2006.


Notary Public



CERTIFICATE OF SERVICE

Billie J. Holtzclaw, Legal Assistant, hereby certifies that on January 5, 2006, she served a copy of the Affidavit of Legal Ordinary Course Professional of James G. Adams, Jr. upon the following interested parties via first class mail:

J. Glynn Tubb, Esq.
Eyster, Key, Tubb, Weaver & Roth
P. O. Box 1607
Decatur, AL 35602

James G. Adams, Jr., Esq.
Eyster, Key, Tubb, Weaver & Roth
P. O. Box 1607
Decatur, AL 35602

Delphi Corporation
Attn: General Counsel
5725 Delphi Drive
Troy, MI 48098

Skadden, Arps, Slate, Meagher & Flom
Attn: John W. Butler, Jr., Esq.
333 West Wacker Drive, Suite 2100
Chicago, IL 60606

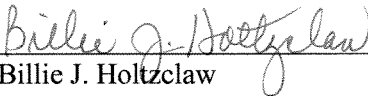
United States Trustee
Attn: Alicia M. Leonhard, Esq.
33 Whitehall Street
Suite 2100
New York, NY 10044

Latham & Watkins
Attn: Mark A. Broude, Esq.
885 Third Avenue
New York, NY 10022

Simpson Thacher & Bartlett, LLP
Attn: Marissa Wesley, Esq.
425 Lexington Ave.
New York, NY 10017

Davis Polk & Wardell
Attn: Marlane Melican, Esq.
450 Lexington Ave.
New York, NY 10017

Dated: January 5, 2006



Billie J. Holtzclaw
EYSTER, KEY, TUBB, WEAVER & ROTH, LLP
P. O. Box 1607
Decatur, Alabama 35602
Telephone: (256) 353-6761
Facsimile: (256) 353-6767

Subscribed and sworn before me
this 5th day of January, 2006.



Notary Public

